

Terms of reference for the Board of Directors of Independent Higher Education (IHE)

1. Purpose

- 1.1. The Board is responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company. They may delegate to the Chief Executive or to a Committee as they think fit.

2. Membership

- 2.1. There may be between four and eighteen Board Members at any time. The Board shall comprise Member Directors, Non-Member Directors and up to one Student Director, and shall at all times comprise a majority of Member Directors.
- 2.2. The Board may determine its number, and currently comprises seven Member Directors, one Student Director and three Non-Member Directors co-opted for their individual skills and experience.
- 2.3. No Board Member shall serve for more than nine consecutive years.

Member directors

- 2.4. A Member Director is an authorised representative of a Member of IHE who shall ordinarily have been elected to the Board by the Membership.
- 2.5. In accordance with the Articles of Association, Member Directors shall be elected to hold office for a term of three years and shall retire at the expiry of that term, but may offer themselves for re-election for one further three-year term.
- 2.6. Member Directors retiring after a second term will not be eligible for election again for at least 32 months following the end of their period in office (including any period of co-option after their elected term, as detailed in paragraph 2.7 below).
- 2.7. Exceptionally, the Board may, however, choose to co-opt a retiring Member Director, and most commonly an outgoing Chair, for a further year in the interest of ensuring continuity and a smooth succession (but subject to the maximum term limit set out in paragraph 2.3).
- 2.8. The Board may also appoint any person who is eligible and willing to act as a Member Director to fill a casual vacancy left by the early departure of the person elected to this office. Any Member Director appointed by the Board in this way shall stand down at the next AGM but may stand for election and subsequent re-election for two full three-year terms in the usual way.

Non-member directors

- 2.9. The Board may appoint Non-Member Directors at its discretion, to enhance the Board's skills profile, or to otherwise extend its collective knowledge and experience, or for any other reason considered to be in the interests of IHE.

2.10. Non-Member Directors shall hold office for a term of three years and shall retire at the expiry of that term unless they are reappointed by the Board for a further three-year term.

Student Director

2.11. A Student Director may be appointed by a resolution of the Board.

2.12. A Student Director shall hold office for a term of two years and shall retire at the expiry of that term unless they are reappointed by the Board for a further one-year term.

2.13. A Student Director shall not be eligible to serve concurrently as Chair, Vice Chair or Honorary Treasurer.

Appointment of officers

2.14. The Board shall appoint from among their number a Chair and a Vice Chair each of whom shall have a term of office not exceeding three years, which may be renewed for a further term not exceeding three years.

2.15. The Chair shall be an elected Member Director at the time of their appointment.

2.16. The usual mode of appointment shall be self-nomination by candidates, followed by a secret ballot in which each Director including the candidates shall have one vote. The precise procedure for appointment will be determined by Regulation GP2 - Process for the appointment of Chair and Vice Chair.

2.17. The Board may appoint Member Directors or Non-Member Directors to other Board roles such as Honorary Treasurer or Chair of the Governance and Nominations Committee.

3. Secretary

3.1. The Chief Executive, or such person as they may nominate, shall act as the Secretary of the Board.

4. Quorum

4.1. The quorum necessary for the transaction of business shall be three.

4.2. If, at a meeting, there are fewer than half of the number of Board members present at the meeting, those present will discuss whether it is appropriate for the meeting to proceed.

5. Meetings

5.1. The Board will normally meet at least four times a year, either virtually or in person. The Chair of the Board may convene additional meetings as they deem necessary.

5.2. Meetings of the Board shall be called by the Secretary at the request of the Chair of the Board.

5.3. Only members of the Board and the Chief Executive (and the Secretary, if different) have the right to attend Board meetings. However, other individuals such as senior staff and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

- 5.4. The Chair of the Board will usually chair the meeting, and in their absence, the Vice Chair. In the event that both the Chair and the Vice Chair are absent from the meeting, the Board Members present will nominate an acting chair from their number, by a show of hands.
- 5.5. The Board may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.
- 5.6. The Chief Executive shall withdraw from the meeting for any parts which directly relate to their personal performance evaluation, or remuneration.
- 5.7. The Secretary shall maintain a register of interests of members of the Board and its Committees. The Secretary and Chair of GNC will review the register on a regular basis and advise the Chief Executive and the Chair of the Board if an issue is likely to arise, or has arisen. Where the Chief Executive or Chair is conflicted, the Vice-Chair will be advised.
- 5.8. At the start of the agenda of each meeting of the Board, there will be a standing item "Declarations of conflict of interest". Board members shall declare any conflict and offer to remove themselves from discussion of the relevant item. The Chair may also record any conflict that is not otherwise volunteered.
- 5.9. The Chair will decide if the conflict merits the removal of the Board member for the relevant item. If the Board member is removed for the relevant item, they must not attempt to influence discussions by any other means.
- 5.10. In the event the Chair is conflicted, the Vice-Chair will assume the Chair for consideration of that item. If the Vice-Chair is not in attendance or is also conflicted, the Board may appoint from among their number a chair for consideration of that item, by a show of hands.

6. Reporting

- 6.1. The Secretary, or another person nominated by the Secretary, shall minute the proceedings and resolutions of all Board meetings, including the names of those present and in attendance.
- 6.2. Where decisions of the directors are taken by electronic means, such decisions shall also be recorded.
- 6.3. The record of Board decisions shall be kept for at least 10 years from the date of the decision.
- 6.4. Draft minutes of Board meetings shall be circulated promptly to all members of the Board.

7. Duties

- 7.1. The Board has all the legal responsibilities as the Board of Directors of Independent Higher Education, including the approval of, and recommendation to Members for receipt of, the annual accounts.
- 7.2. The Board shall be responsible for the appointment of the Chief Executive and for their job description. The Board shall also be responsible for the appraisal, terms and

conditions, and remuneration of the Chief Executive but shall delegate these to the Chair as detailed in Regulation GR1 - Chair profile. The Board shall also be responsible for the appointment of any other staff and their job descriptions but shall delegate the terms and process of such appointments to the Chief Executive.

- 7.3. The Board shall be ultimately responsible for the overall strategy, organisational policies, services offered and programmes of work undertaken by IHE.
- 7.4. The Board shall be responsible for the admission of organisations to Membership.
- 7.5. The Board shall be responsible for monitoring the implementation of the agreed plans by the Chief Executive.
- 7.6. The Board may establish a Finance and Resources Committee; a Governance and Nominations Committee; a Student Advisory Board; and any other special interest or regional groups the Board deem appropriate and supportive to the success of IHE. All such formal Committees and Advisory Boards shall have a clear terms of reference and minutes of meetings shall be reported to the Board at its next meeting.